

RECORDATION NO. 29908 FILED

SEP 30 '11 -2 55 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

September 30, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D C 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Lessor	Trinity Rail Leasing Warehouse Trust 2525 Stemmons Freeway Dallas, TX 75207
[Lessee	U S Silica Company 2486 Hancock Road Berkeley Springs, WV 25411]

Ms Cynthia T. Brown
September 30, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

50 covered hopper railcars TILX 33680 – TILX 33729

A short summary of the document to appear in the index is

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Edward M Luria

EML/bhs
Enclosures

SEP 30 11 -2 55 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on September 30, 2011 by Trinity Rail Leasing Warehouse Trust (successor in interest to Trinity Rail Leasing Trust II), a Delaware statutory trust (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H.

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and U.S. Silica Company, a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of August 20, 2009, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Two (2) to Railroad Car Lease Agreement, effective January 1, 2011 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY RAIL LEASING
WAREHOUSE TRUST**

By: _____

Name: Eric Marchetto

Title: Vice President

Executed on this 21st day of September, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 21st day of September 2011, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on September 29, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County

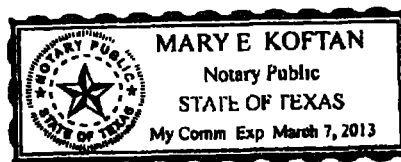


EXHIBIT A

Equipment:	3,281 cubic foot through center sill covered hopper cars
Quantity:	Fifty (50)
Road Numbers:	See attached

Road Numbers

TILX 33680
TILX 33681
TILX 33682
TILX 33683
TILX 33684
TILX 33685
TILX 33686
TILX 33687
TILX 33688
TILX 33689
TILX 33690
TILX 33691
TILX 33692
TILX 33693
TILX 33694
TILX 33695
TILX 33696
TILX 33697
TILX 33698
TILX 33699
TILX 33700
TILX 33701
TILX 33702
TILX 33703
TILX 33704
TILX 33705
TILX 33706
TILX 33707
TILX 33708
TILX 33709
TILX 33710
TILX 33711
TILX 33712
TILX 33713
TILX 33714
TILX 33715
TILX 33716
TILX 33717
TILX 33718
TILX 33719
TILX 33720

[Memorandum of Lease Agreement]

TILX 33721
TILX 33722
TILX 33723
TILX 33724
TILX 33725
TILX 33726
TILX 33727
TILX 33728
TILX 33729

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9/30/11

Edward M Luria
Edward M Luria